

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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In re:

DESTINATION MATERNITY  
CORPORATION, *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 19-12256 (BLS)  
)  
) (Jointly Administered)  
)

**NOTICE OF AGENDA FOR HEARING SCHEDULED FOR NOVEMBER 22, 2019, AT  
10:00 A.M. (PREVAILING EASTERN TIME), BEFORE THE HONORABLE BRENDAN  
L. SHANNON AT THE UNITED STATES BANKRUPTCY COURT FOR THE  
DISTRICT OF DELAWARE, LOCATED AT 824 NORTH MARKET STREET, 6TH  
FLOOR, COURTROOM NO. 1, WILMINGTON, DELAWARE 19801<sup>2</sup>**

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**RESOLVED/MATTERS UNDER CERTIFICATE OF NO  
OBJECTION/CERTIFICATION OF COUNSEL:**

1. Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases, (II) Authorizing and Approving Procedures to Provide Notice of Additional Closing Stores, if Required, and Procedures Related Thereto, and (III) Granting Related Relief [D.I. 23, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET); extended to November 8, 2019 at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors; to November 12, 2019 at 4:00 p.m. (ET) for Comcast Cable Communications Management and to November 14, 2019 at 4:00 p.m. (ET) for the Taubman Landlords, Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC and Westfield, LLC

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. Informal comments from the Official Committee of Unsecured Creditors

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Destination Maternity Corporation (5573); DM Urban Renewal, LLC (N/A); and Mothers Work Canada, Inc. (4780). The location of the Debtors' principal place of business is 232 Strawbridge Drive, Moorestown, New Jersey 08057

<sup>2</sup> Any party who wishes to attend telephonically is required to make arrangements prior to the hearing through CourtCall by telephone (866-582-6878) or by facsimile (866-533-2946).

- C. Informal comments from various landlords, including the Taubman Landlords, Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC and Westfield, LLC
- D. Informal comments from Comcast Cable Communications Management
- E. Limited Objection of Acadia Realty Limited Partnership, Ashley Park Property Owner, LLC, Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Deutsche Asset & Wealth Management, Federal Realty Investment Trust, G&I VI Promenade, LLC, KRE Colonie Owner, LLC, Montebello Town Center Investors, LLC, PGIM Real Estate, Starwood Retail Partners, LLC, The Forbes Company, and The Macerich Company to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases (II) Authorizing and Approving Procedures to Provide Notice of Additional Closing Stores, If Required, and Procedures Related Thereto, and (III) Granting Related Relief [D.I. 176, filed November 7, 2019]
- F. Limited Objection of Brookfield Property Reit, Inc., Gregory Greenfield & Associates, Ltd., Hines Global Reit, Inc., Jones Lang Lasalle Americas, Inc., Regency Centers, L.P., Site Centers Corp., and Turnberry Associates to Debtors' Motion Seeking Entry of an Order (I) Authorizing and Approving Procedures to Reject or Assume Executory Contracts and Unexpired Leases, (II) Authorizing and Approving Procedures to Provide Notice of Additional Closing Stores, if Required, and Procedures Related Thereto, and (III) Granting Related Relief [D.I. 187, filed on November 7, 2019]

Related Documents:

- G. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- H. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- I. Notice of Hearing [D.I. 84, filed on October 29, 2019]
- J. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]
- K. Certification of Counsel [D.I. 273, filed on November 20, 2019]

Status: A certification of counsel has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

2. Debtors' Motion for Entry of an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief [D.I. 120, filed on October 30, 2019]

Response Deadline: November 13, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Certification of Counsel [D.I. 256, filed on November 15, 2019]
- C. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]
- D. Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals [D.I. 263, entered on November 15, 2019]

Status: On November 15, 2019, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

3. Debtors' Application for an Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor *Nunc Pro Tunc* to the Petition Date [D.I. 121, filed on October 30, 2019]

Response Deadline: November 13, 2019 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]
- B. Certificate of No Objection [D.I. 269, filed on November 19, 2019]

Status: A certificate of no objection has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

4. Debtors' Application for Entry of an Order (I) Authorizing the Retention and Employment of KPMG LLP as Tax Compliance Service Provider and Tax Consultant *Nunc Pro Tunc* to the Petition Date; (II) Waiving Certain Information Requirements Imposed by Local Rule 2016-2; and (III) Granting Related Relief [D.I. 122, filed on October 30, 2019]

Response Deadline: November 13, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]
- C. Certification of Counsel [D.I. 270, filed on November 19, 2019]

Status: A certification of counsel has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

- 5. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors In Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 124, filed on October 30, 2019]

Response Deadline: November 13, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]
- C. [SEALED] First Supplemental Declaration of Christopher T. Greco in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors In Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 275, filed on November 20, 2019]
- D. [REDACTED] First Supplemental Declaration of Christopher T. Greco in Support of the Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors In Possession Effective *Nunc Pro Tunc* to the Petition Date [D.I. 276, filed on November 20, 2019]
- E. Certification of Counsel [D.I. 277, filed on November 20, 2019]

Status: A certification of counsel has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

6. Application of the Debtors to Approve the Employment and Retention of Landis Rath & Cobb LLP as Co-Counsel to the Debtors, *Nunc Pro Tunc* to the Petition Date, Pursuant to Bankruptcy Code Section 327(a), Bankruptcy Rules 2014 and 2016 and Local Rule 2014-1 [D.I. 127, filed on October 30, 2019]

Response Deadline: November 13, 2019 at 4:00 p.m. (ET)

Responses Received: None.

Related Documents:

- A. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]
- B. Certificate of No Objection [D.I. 271, filed on November 19, 2019]

Status: A certificate of no objection has been filed and submitted in accordance with the Court's procedures. Accordingly, a hearing regarding this matter is not required.

7. Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [D.I. 172, filed on November 6, 2019]

Response Deadline: November 13, 2019 at 4:00 p.m. (ET)

Responses Received:

- A. Informal comments from the Office of the United States Trustee

Related Documents:

- B. Certification of Counsel [D.I. 251, filed on November 14, 2019]
- C. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]
- D. Order (I) Authorizing the Debtors to Retain and Compensate Professionals Utilized in the Ordinary Course of Business and (II) Granting Related Relief [D.I. 262, entered on November 15, 2019]

Status: On November 15, 2019, the Court entered an order granting the relief requested. Accordingly, a hearing regarding this matter is not required.

**MATTERS GOING FORWARD:**

8. Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 34, filed on October 21, 2019]

Response Deadline: November 7, 2019 at 4:00 p.m. (ET); extended to November 8, 2019 at 4:00 p.m. for Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC, Westfield, LLC and Haines Center - Florence, LLC; and to November 11, 2019 at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors and the Brookfield Landlords (Brookfield Property REIT, Inc., Gregory Greenfield & Associates, Ltd., Hines Global REIT, Inc., Jones Lang LaSalle Americas, Inc., Regency Centers, L.P., SITE Centers Corp., and Turnberry Associates)

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. The Texas Taxing Authorities' Objection to the Interim Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 130, filed on October 31, 2019]
- C. Objection of Certain Texas Taxing Authorities to the Interim Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 142, filed on November 4, 2019]
- D. Limited Objection of CBL & Associates Management, Inc. to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. 173, filed on November 7, 2019]
- E. Westchester Fire Insurance Company's Objection to the Debtors' Motion Relating to their Use of Cash Collateral and the Bid Procedures [D.I. 180, filed on November 7, 2019]
- F. Limited Objection of Texas Taxing Authorities to Entry of Final Order on the Debtors' Motion Seeking Entry of Interim and Final Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 181, filed on November 7, 2019]

- G. Limited Objection of Acadia Realty Limited Partnership, Ashley Park Property Owner, LLC, Brixmor Operating Partnership LP, Centennial Real Estate Company, LLC, Deutsche Asset & Wealth Management, Federal Realty Investment Trust, G&I VI Promenade, LLC, KRE Colonie Owner, LLC, Montebello Town Center Investors, LLC, PGIM Real Estate, Starwood Retail Partners, LLC, the Forbes Company, and the Macerich Company to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Use of Cash Collateral and Affording Adequate Protection, (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing and (IV) Granting Related Relief [D.I. 190, filed on November 8, 2019]
- H. Objection of the Official Committee of Unsecured Creditors to Debtors' Motion Seeking Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I.191, filed on November 8, 2019]
- I. Limited Objection of Atlanta Outlet Shoppes, LLC, BFO Factory Shoppes LLC, Bluegrass Outlet Shoppes CMBS, LLC, El Paso Outlet Center CMBS, LLC, and Westfield, LLC to the Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. 192, filed on November 8, 2019]
- J. Joinder of the Taubman Landlords to Limited Objections of Certain Landlords to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing and (IV) Granting Related Relief [D.I. 193, filed on November 8, 2019]
- K. Limited Objection of Brookfield Property REIT, Inc., Gregory Greenfield & Associates, Ltd., Hines Global REIT, Inc., Jones Lang LaSalle Americas, Inc., Regency Centers, L.P., SITE Centers Corp., and Turnberry Associates to Debtors' Motions for Final Orders Approving (A) Use of Cash Collateral, *et al.* and (B) Procedures for Store Closing Sales, *et al.* [D.I. 194, filed on November 8, 2019]
- L. Limited Objection of KIR Pasadena L.P. And KIR Amarillo L.P. To Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing The Use of Cash Collateral And Affording Adequate Protection, (II) Modifying The Automatic Stay; (III) Scheduling A Final Hearing and (IV) Granting Related Relief [D.I. 195, filed on November 8, 2019]
- M. Limited Objection of Cafaro-Peachcreek Joint Venture Partnership dba Millcreek Mall, Meadowbrook Mall Company, dba Meadowbrook Mall and Spotsylvania Mall Company dba Spotsylvania Towne Centre To Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing the Use Of Cash Collateral And

Affording Adequate Protection, (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing And (IV) Granting Related Relief [D.I. 196, filed on November 8, 2019]

- N. Joinder of Simon Property Group, Inc. to Limited Objection of Landlords to Debtors' Motion for Entry of Interim and Final Orders (I) Authorizing the Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing and (IV) Granting Related Relief [D.I. 197, filed on November 8, 2019]
- O. Response by Haines Center - Florence, LLC to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. 206, filed on November 8, 2019]
- P. Supplemental Response and Joinder by Haines Center – Florence, LLC to Objections by Landlords to Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 237, filed on November 13, 2019]

Related Documents:

- Q. Declaration of Lisa Gavales, Chair of the Office of the CEO of Destination Maternity Corporation, in Support of Chapter 11 Petitions and First Day Motions [D.I. 17, filed on October 21, 2019]
- R. Declaration of Robert J. Duffy in Support of Certain First Day Motions [D.I. 32, filed on October 21, 2019]
- S. Declaration of Neil A. Augustine in Support of the Debtors' Motion Seeking Entry of Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. 35, filed on October 21, 2019]
- T. Notice of Filing of Chapter 11 Petitions and Related Motions and Declarations [D.I. 36, filed on October 21, 2019]
- U. Interim Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief [D.I. 77, entered on October 22, 2019]
- V. Omnibus Notice of Second Day Hearing [D.I. 82, filed on October 22, 2019]



- W. Debtors' Omnibus Reply to Objections to the Final Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; (III) Scheduling A Final Hearing; and (IV) Granting Related Relief [D.I. 222, filed on November 12, 2019]
- X. Response of Wells Fargo Bank, National Association, as Agent, to the Objections of the Official Committee of Unsecured Creditors to the Debtors' Motions for (A) A Final Order Authorizing Use of Cash Collateral and Affording Adequate Protection; And (B) Approving Bidding Procedures [D.I. 242, filed on November 13, 2019]
- Y. Notice of Filing of Draft Final Order (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying the Automatic Stay; and (III) Granting Related Relief [D.I. 247, filed on November 14, 2019]
- Z. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]

Status: The informal comment at item 2.A and the formal objections at items 2.B, C and F have been resolved. This matter will go forward with respect to the remaining items.

- 9. Debtors' Application for Entry of an Order Authorizing the (I) Retention of Berkeley Research Group, LLC and (II) Designation of Robert J. Duffy as Chief Restructuring Officer, *Nunc Pro Tunc* to the Petition Date [D.I. 125, filed on October 30, 2019]

Response Deadline: November 13, 2019 at 4:00 p.m. (ET); extended to November 14, 2019 at 12:00 p.m. (ET) for the Official Committee of Unsecured Creditors

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Application for Entry of an Order Authorizing the (I) Retention of Berkeley Research Group, LLC and (II) Designation of Robert J. Duffy as Chief Restructuring Officer, *Nunc Pro Tunc* to the Petition Date [D.I. 245, filed on November 14, 2019]

Related Documents:

- C. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]
- D. Omnibus Reply of the Debtors in Support of the Retention Applications of Berkeley Research Group, LLC and Greenhill & Co., LLC [D.I. 278, filed on November 20, 2019]
- E. Notice of Filing of Proposed Final Order [D.I. 279, filed on November 20, 2019]

Status: This matter is going forward.

10. Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Greenhill & Co., LLC as Investment Banker to the Debtors *Nunc Pro Tunc* to the Petition Date [D.I. 128, filed on October 31, 2019]

Response Deadline: November 13, 2019 at 4:00 p.m. (ET); extended to November 14, 2019 at 4:00 p.m. (ET) for the Official Committee of Unsecured Creditors

Responses Received:

- A. Informal comments from the Office of the United States Trustee
- B. Limited Objection of the Official Committee of Unsecured Creditors to Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Greenhill & Co., LLC as Investment Bankers to the Debtors *Nunc Pro Tunc* to the Petition Date [D.I. 239, filed on November 13, 2019]

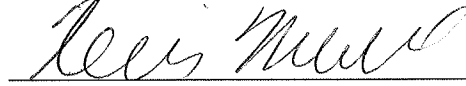
Related Documents:

- C. Notice of Rescheduled Omnibus Hearing [D.I. 258, filed on November 15, 2019]
- D. Omnibus Reply of the Debtors in Support of the Retention Applications of Berkeley Research Group, LLC and Greenhill & Co., LLC [D.I. 278, filed on November 20, 2019]
- E. Notice of Filing of Proposed Final Order [D.I. 280, filed on November 20, 2019]

Status: This matter is going forward.

Dated: November 20, 2019  
Wilmington, Delaware

**LANDIS RATH & COBB LLP**



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